

**Amendment to the Agreement
Between
US LEC of Tennessee Inc.
and
BellSouth Telecommunications, Inc.
Dated June 20, 2004**

Pursuant to this Amendment, (the "Amendment"), US LEC of Tennessee Inc. ("US LEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2004 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and US LEC entered into the Agreement on June 20, 2004, and;

WHEREAS, BellSouth and US LEC are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:
 13. BellSouth shall make agreements available to US LEC in accordance with 47 USC § 252(i) and 47 C.F.R. § 51.809.
2. All of the other provisions of the Agreement dated June 20, 2004 shall remain unchanged and in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title: Director

Date: 11/9/04

US LEC of Tennessee Inc.

By: 

Name: Wanda G. Montano

Title: Vice President, Regulatory and
Industry Affairs

Date: November 4, 2004